

Ensco plc
Form 4
March 06, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Knowlton John Stokes

(Last) (First) (Middle)
5847 SAN FELIPE, SUITE 3300
(Street)

HOUSTON, TX 77057

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ensco plc [ESV]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Sr. Vice President - Technical

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Ordinary Shares	03/02/2017		M		6,981	A	(\$1) 88,025	D	
Class A Ordinary Shares	03/02/2017		F		3,700 (2)	D	\$ 9.73 84,325	D	
Class A Ordinary Shares	03/03/2017		F		5,906 (2)	D	\$ 9.91 78,419	D	
Class A Ordinary							193	I	Ensco Savings and

Shares

Retirement
Plans

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	<u>(1)</u>	03/02/2017		M	6,981	<u>(3)</u>	<u>(3)</u>	Class A Ordinary Shares	6,981

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knowlton John Stokes 5847 SAN FELIPE SUITE 3300 HOUSTON, TX 77057			Sr. Vice President - Technical	

Signatures

/s/ Davor S. Vukadin, by Power of Attorney 03/06/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported

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above, the reporting person paid \$459.20 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 2,389 shares were withheld and not issued to satisfy certain tax withholding obligations.

The reporting person disposed of these shares to an affiliate of the issuer upon the vesting of previously awarded restricted shares. The

- (2) purpose of the disposition was to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be paid by the issuer to the Internal Revenue Service in cash.
- (3) The restricted share units vest in three equal annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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